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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

SOURCE INTERLINK DISTRIBUTION, L.L.C. and  
SOURCE INTERLINK COMPANIES, INC.,

Plaintiffs,

- against -

AMERICAN MEDIA, INC., BAUER PUBLISHING  
CO., LP., CURTIS CIRCULATION COMPANY,  
DISTRIBUTION SERVICES, INC., HACHETTE  
FILIPACCHI MEDIA U.S., INC., HUDSON NEWS  
COMPANY, KABLE DISTRIBUTION SERVICES, INC.,  
TIME INC., TIME/WARNER RETAIL SALES &  
MARKETING, INC. and THE NEWS GROUP, LP.,

Defendants.

ORDER TO SHOW CAUSE  
FOR TEMPORARY  
RESTRAINING ORDER AND  
PRELIMINARY  
INJUNCTION

09 CIV. 1152 (PAC)

Upon the affidavits of Gregory Mays, sworn to February 8, 2009, and the exhibits annexed thereto, Alan Tuchman, sworn to February 8, 2009, Christopher Argentieri, sworn to February 8, 2009, John Bode, sworn to February 8, 2009, the declaration of Maria Gorecki, dated February 9, 2009, and the exhibits annexed thereto, the Verified Complaint annexed hereto, and upon the accompanying Memorandum of Law, it is

ORDERED, that the above-named defendants show cause before the Honorable PAUL A. GORTY at Room 20C of the United States Courthouse, 500 Pearl Street, New York, New York, on February 13, 2009, at 9:30 o'clock in the forenoon thereof, or as soon thereafter as counsel may be heard, why an order should not be issued, pursuant to Rule 65 of the Federal Rules of Civil Procedure ("Rule 65"):

A. preliminarily enjoining, pending the determination of a trial on the merits, defendants, their affiliates, successors, transferees, assignees, and the officers and directors,

partners, agents and employees thereof, and all other persons acting or claiming to act on their behalf, during the pendency of this action from:

1. In any manner: (a) boycotting the distribution of single-issue magazines to Source; (b) disparaging Source to its retail customers, publishers or any other persons; (c) interfering with Source's business relationships and contractual agreements with its retail customers; and (d) stealing Source's employees, trade secrets or intellectual property; and

2. In any manner, continuing, maintaining or renewing the contract, combination or conspiracy alleged herein, or from engaging in any other contract, combination or conspiracy having similar purpose or effect, and from adopting or following any plan, practice or device having a similar purpose or effect; and

B. preliminarily ordering, pending the determination of a trial on the merits, that, publisher defendants AMI, Bauer, Hachette, and Time and defendant national distributors DSI, Curtis, Kable and TWR supply to Source the magazines that were being supplied by those defendants before January 15, 2008 on the same terms and conditions applicable to Source before January 15, 2008, but in no event upon terms and conditions worse than those received by defendants News Group or Hudson;

*NO TRO is being ordered. See Rule 65(b) The Court will consider Temporary relief when all parties appear with Counsel on Friday, February 13, 2009 at 9:30 AM*  
*PK*  
~~ORDERED~~ that, sufficient reason having been shown therefor, pending the hearing and determination of plaintiffs' motion for a preliminary injunction, pursuant to Rule 65, defendants, their affiliates, successors, transferees, assignees and the officers and directors, partners, agents and employees thereof, and all other persons acting or claiming to act on their behalf, are temporarily enjoined from:

(a) In any manner: (i) boycotting the distribution of single-issue magazines to Source; (ii) disparaging Source to its retail customers, publishers or any other persons;

(iii) interfering with Source's business relationships and contractual agreements with its retail customers; and (iv) stealing Source's employees, trade secrets or intellectual property;

(b) In any manner, continuing, maintaining or renewing the contract, combination or conspiracy alleged herein, or from engaging in any other contract, combination or conspiracy having similar purpose or effect, and from adopting or following any plan, practice or device having a similar purpose or effect; and

ORDERED that, sufficient reason having been shown therefor, pending the hearing and determination of plaintiffs' motion for a preliminary injunction, pursuant to Rule 65, publisher defendants AMI, Bauer, Hachette, and Time and defendant national distributors DSI, Curtis, Kable and TWR supply to Source the magazines that were being supplied by those defendants before January 15, 2008 on the same terms and conditions applicable to Source before January 15, 2008, but in no event upon terms and conditions worse than those received by defendants News Group or Hudson;

ORDERED that security in the amount of \$ \_\_\_\_\_ be posted by the plaintiffs prior to \_\_\_\_\_, 2009, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon of that day; and it is further

ORDERED that personal service of a copy of this order and supporting papers upon which it is based upon the defendant or its counsel on or before 12 NOW o'clock in the on Wednesday February 11 noon,

\_\_\_\_\_, 2009, shall be deemed good and sufficient service thereof.

DATED: New York, New York  
February 9, 2009

*If any defendant wishes to submit papers objecting to this relief sought, they may do so prior to 4:30 pm on Friday February 13, 2009* *PRZ*

*Lawrence A. Curtis*  
\_\_\_\_\_  
United States District Judge *pm*